

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

_____)	
In re:)	Chapter 11
)	Case No. 01-01139 (JKF)
W.R. GRACE & CO., <u>et al.</u> ,)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: 11/24/04
_____)	Reference Docket No. 6827

EXHIBITS TO

**THIRD MONTHLY INTERIM APPLICAITON OF
SWIDLER BERLIN SHEREFF & FRIEDMAN, LLP, COUNSEL TO
DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE
FOR THE PERIOD JULY 1, 2004 THOUGH JULY 31, 2004**

SWIDLER BERLIN SHEREFF & FRIEDMAN, LLP
3000 K Street, NW, Suite 300
Washington, DC 20007
(202) 424-7500
Counsel to David T. Austern,
As Future Claimants' Representative

Date: November 5, 2004

EXHIBIT A
SWIDLER BERLIN SHEREFF FRIEDMAN
INVOICES FOR THE TIME PERIOD
JULY 1-31, 2004

SWIDLER BERLIN SHEREFF FRIEDMAN, LLPFEDERAL IDENTIFICATION
NO 13-2679676WASHINGTON, DC OFFICE
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405 LEXINGTON AVENUE
NEW YORK, NY 10174
TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0001

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272424

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/01/04	Matthew W. Cheney	Review docket and pleadings.	0.10
07/07/04	Matthew W. Cheney	Review pleadings.	0.10
07/08/04	Matthew W. Cheney	Review pleadings.	0.10
07/09/04	Matthew W. Cheney	Review pleadings.	0.10
07/14/04	Matthew W. Cheney	Conferences with D. Felder re agenda for hearing.	0.30
07/15/04	Roger L. Frankel	Review summary of matters scheduled for July 19 hearing.	0.30
07/15/04	Matthew W. Cheney	Conferences with D. Felder re agenda for hearing.	0.50
07/15/04	Matthew W. Cheney	Review pleadings.	0.10
07/15/04	Matthew W. Cheney	Review summary of agenda items.	0.40
07/16/04	Roger L. Frankel	Review dockets and pleadings.	0.30
07/16/04	Roger L. Frankel	Review issues in connection with 7/19 hearing.	0.30
07/16/04	Matthew W. Cheney	Conferences with R. Wyron re hearing.	0.20
07/19/04	Matthew W. Cheney	Review pleadings.	0.10
07/20/04	Matthew W. Cheney	Review pleadings.	0.20

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
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CLIENT: 25369
 MATTER: .0001
 INVOICE: 272424

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/20/04	Roger L. Frankel	Review miscellaneous pleadings, docket entries.	0.40
07/21/04	Matthew W. Cheney	Review pleadings.	0.10
07/22/04	Matthew W. Cheney	Review pleadings.	0.10
07/22/04	Debra L. Felder	Review docket and begin calendar of hearings and deadlines.	1.50
07/22/04	Roger L. Frankel	Review docket entries.	0.20
07/23/04	Matthew W. Cheney	Review pleadings.	0.10
07/23/04	Debra L. Felder	Review docket and continue drafting calendar of hearings and deadlines.	1.00
07/26/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines (.8); review pleadings and update binders of background materials (.3).	1.10
07/27/04	Matthew W. Cheney	Review pleadings.	0.10
07/27/04	Matthew W. Cheney	Conference with D. Felder re claims objection.	0.10
07/28/04	Matthew W. Cheney	Review calendar and pleadings.	0.40
07/28/04	Debra L. Felder	Review docket and update calendar of hearings and deadlines.	0.60
07/28/04	Richard H. Wyron	Meet with M. Cheney re case status.	0.20
07/29/04	Matthew W. Cheney	Review docket and pleadings.	0.10
07/30/04	Matthew W. Cheney	Review pleadings.	0.10

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.50	\$907.50
Richard H. Wyron	\$510.00	0.20	\$102.00
Matthew W. Cheney	\$310.00	3.30	\$1,023.00
Debra L. Felder	\$205.00	4.20	\$861.00
TOTAL HOURS & FEES		9.20	\$2,893.50

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
08/31/04
Page 3

CLIENT: 25369
MATTER: .0001
INVOICE: 272424

OTHER CHARGES	AMOUNT
Photocopy & Printing	18.35
Telephone	5.54
Postage	16.00
Westlaw Legal Research	5.84
DC Secretarial/Staff Overtime	33.75
Delivery Service	137.60
Federal Express	60.64
Publications/Subscriptions	175.10
TOTAL OTHER CHARGES	\$452.82

CURRENT INVOICE DUE.....\$3,346.32

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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c/o CRMC
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OUR REFERENCE: 25369.0001

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272424

INVOICE SUMMARY

TOTAL FEES	\$2,893.50
TOTAL OTHER CHARGES	\$452.82
TOTAL AMOUNT DUE	\$3,346.32

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

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Name of Bank: Citibank, F S B.
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3110 Fairview Park Drive
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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0004

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272425

RE: Due Diligence

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/01/04	Debra L. Felder	Review various pleadings and update due diligence binders.	0.60
07/02/04	Richard H. Wyrton	Calls with CIBC and R. Frankel regarding status of due diligence (.6); review PD Committee statements from consultants (.3).	0.90
07/02/04	Roger L. Frankel	Telephone conversations with J. Radecki (.3), D. Austern (.2), R. Wyrton re Alltech purchase, due diligence (.3).	0.80
07/02/04	Roger L. Frankel	Review series of briefs re summary judgment in ZAI science trial.	2.70
07/03/04	Richard H. Wyrton	Continue review of status reports.	1.10
07/06/04	Richard H. Wyrton	Review notes for meeting with D. Austern (.4); confer with R. Frankel as to status (.2); review materials from N. Finch (.4).	1.00
07/06/04	Roger L. Frankel	Review with R. Wyrton issues re due diligence meetings, hiring of actuary.	0.30
07/06/04	Roger L. Frankel	Review pleadings, briefs in case re case management of PI claims (2.1); telephone conversation with N. Finch re same (.2).	2.30

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 08/31/04
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CLIENT: 25369
 MATTER: .0004
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/06/04	Roger L. Frankel	Review ACC Brief in USG re process to determine extent of cancer claims.	1.40
07/07/04	Roger L. Frankel	Confer with R. Wyron re CMO issues, personal injury claims resolution.	0.50
07/07/04	Richard H. Wyron	Review insurance memo and correspondence in preparation for meeting with D. Austern (.9); organize to-do list for follow-up (.6).	1.50
07/08/04	Richard H. Wyron	Complete review of status reports (.4); organize notes for report to D. Austern (.6); meet with D. Austern and CIBC to discuss results of due diligence by SBSF and CIBC, and follow-up (1.6).	2.60
07/08/04	Roger L. Frankel	Prepare agenda for meeting with client, CIBC.	0.60
07/08/04	Roger L. Frankel	Confer with CIBC, D. Austern re due diligence progress, meetings (1.5); notes re same (.3).	1.80
07/08/04	Roger L. Frankel	Review draft motion re debtor's contributions to pension plans.	0.70
07/08/04	Matthew W. Cheney	Conference with R. Wyron re joint defense agreement.	0.10
07/09/04	Richard H. Wyron	Review draft confidentiality agreement from Grace's counsel (.3).	0.30
07/09/04	Roger L. Frankel	Review confidentiality agreement for D. Austern from Kirkland & Ellis.	0.60
07/09/04	Matthew W. Cheney	Review correspondence from R. Wyron re confidentiality agreement.	0.10
07/11/04	Richard H. Wyron	Prepare for meeting with Tillinghast (.4); organize open items on to-do list (.2); review draft pension funding motion and outline follow-up (.3); revise confidentiality agreement from Grace for FCR and advisors (.8).	1.70
07/12/04	Richard H. Wyron	Meet with Mr. Angelina regarding future claims estimation process and retention (1.1); work on confidentiality agreement (.3).	1.40
07/12/04	Matthew W. Cheney	Review correspondence from R. Wyron re contributions to defined benefit plan.	0.10
07/12/04	Matthew W. Cheney	Review pleadings re contribution to defined benefit plan.	0.50

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David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
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CLIENT: 25369
 MATTER: .0004
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/12/04	Matthew W. Cheney	Review confidentiality agreement with debtors.	0.20
07/13/04	Matthew W. Cheney	Review revised confidentiality agreement.	0.10
07/13/04	Richard H. Wyron	Finalize confidentiality agreement with Grace.	0.50
07/13/04	Roger L. Frankel	Exchange of e-mails with S. Baena re meeting.	0.30
07/13/04	Roger L. Frankel	Review T-P Statement of Jennifer Biggs before the U.S. Senate; notes re same.	0.80
07/20/04	Roger L. Frankel	Telephone conversation with J. Radecki re status of due diligence.	0.20
07/20/04	Roger L. Frankel	Review filed pleadings re pension contribution.	0.70
07/20/04	Richard D. Belford	Conference with R. Wyron regarding pension contributions; review motion.	0.70
07/21/04	Matthew W. Cheney	Conference with R. Wyron re contribution to benefit plan.	0.10
07/21/04	Matthew W. Cheney	Review correspondence re contribution to benefit plan.	0.10
07/21/04	Richard D. Belford	Review 2003 Funding Motion (1.0); review IRS and PBGC funding rules (.5).	1.50
07/21/04	Roger L. Frankel	Exchange of e-mails with S. Baena re meeting; notes re same.	0.30
07/21/04	Roger L. Frankel	Review testimony before U.S. House of Representatives of Brickman, LoPucki, DeAngelis re bankruptcy abuse issues.	0.40
07/21/04	Roger L. Frankel	Telephone conversation with client re meeting with PD Committee.	0.20
07/22/04	Roger L. Frankel	Review press release with second quarter earnings; review first quarter 10-Q.	1.10
07/22/04	Roger L. Frankel	Review issues re Grace pension funding motion.	0.40
07/22/04	Roger L. Frankel	Prepare preliminary agenda for FCR meeting with PD committee.	0.70
07/22/04	Richard D. Belford	Telephone call with R. Wyron re funding of pension plan.	0.40
07/26/04	Roger L. Frankel	Exchange of e-mails re due diligence meetings with PD committee, ZAI counsel.	0.30

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
 Page 4

CLIENT: 25369
 MATTER: .0004
 INVOICE: 272425

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/27/04	Roger L. Frankel	Telephone conversation with D. Austern re meeting with PD committee, Westbrook.	0.20
07/27/04	Roger L. Frankel	Review status of due diligence, files re same.	0.40
07/27/04	Richard H. Wyron	Review agenda for PD Committee meeting.	0.40
07/28/04	Roger L. Frankel	Telephone conversation with D. Austern re due diligence meetings.	0.30
07/29/04	Roger L. Frankel	Telephone conversations with D. Bernick (.1) and D. Austern (.2) re meeting in Chicago.	0.30

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard D. Belford	\$560.00	2.60	\$1,456.00
Roger L. Frankel	\$605.00	18.30	\$11,071.50
Richard H. Wyron	\$510.00	11.40	\$5,814.00
Matthew W. Cheney	\$310.00	1.30	\$403.00
Debra L. Felder	\$205.00	0.60	\$123.00
TOTAL HOURS & FEES		34.20	\$18,867.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	371.20
Federal Express	8.85
Travel/Lodging	165.19
Travel/M meal Expenses	20.00
Travel/Taxis	35.00
TOTAL OTHER CHARGES	\$600.24

CURRENT INVOICE DUE.....\$19,467.74

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OUR REFERENCE: 25369.0004

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272425

INVOICE SUMMARY

TOTAL FEES.....	\$18,867.50
TOTAL OTHER CHARGES.....	\$600.24
TOTAL AMOUNT DUE	\$19,467.74

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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0006

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272426

RE: Insurance Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/01/04	Scott J. Levitt	Draft memoranda re June 30 telephone conference with Grace (1.5), letter to J. Hughes re requests for materials (1.3) and task list (.9).	3.70
07/06/04	Mark J. Plumer	Review and revise memoranda re telephone conference with W.R. Grace insurance personnel (.8); draft letter to W.R. Grace and compose task list (.3); electronic mail message to Messrs. Frankel and Wyron re same (.1); message to S. Levitt re follow up (.1).	1.30
07/07/04	Scott J. Levitt	Review M. Plumer's edits to June 30 telephone conference summary, task list and letter to J. Hughes (.5); draft budget for analysis of value of insurance asset (1.3).	1.80
07/07/04	Roger L. Frankel	Telephone conversation with E. Inselbuch re insurance due diligence (.2); telephone conversation with R. Wyron re same (.2)	0.40
07/07/04	Mary A. Wallace	Telephone call with R. Wyron regarding common interest agreement (.1); review precedent and draft common interest and confidentiality agreement (4.6)	4.70

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
 Page 2

CLIENT: 25369
 MATTER: .0006
 INVOICE: 272426

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/08/04	Mary A. Wallace	Review joint defense agreement in preparation for discussions with R. Wyron (.6); revise common interest agreement in response to R. Wyron comments (.6).	1.20
07/08/04	Roger L. Frankel	Review meeting issues with M. Plumer; telephone conversation with N. Finch re insurance, meeting.	0.30
07/08/04	Roger L. Frankel	Review draft common interest agreement with ACC	0.80
07/08/04	Roger L. Frankel	Review N. Finch memo re insurance asset.	0.30
07/08/04	Scott J. Levitt	Office conference with Mr. Plumer and client re analysis of coverage (.5); prepare budget for coverage analysis (.4); office conference with client re case status (.4).	1.30
07/08/04	Richard H. Wyron	Review and revise confidentiality/common interest agreement for discussion with PI Committee on its insurance work.	0.70
07/08/04	Mark J. Plumer	Prepare for and attend meeting with David Austern re status of Grace insurance asset (.9); follow up with J. Hughes (.2).	1.10
07/09/04	Mark J. Plumer	Office conference re status of Grace insurance asset.	0.40
07/09/04	Richard H. Wyron	Meet with Mr. Finch (C&D) regarding PI Committee's insurance work to coordinate, and follow-up (.7); revise confidentiality/common interest agreement (.3).	1.00
07/09/04	Roger L. Frankel	Review insurance materials in preparation for meeting with N. Finch.	0.40
07/09/04	Roger L. Frankel	Confer with N. Finch, R. Wyron, M. Plumer re insurance issues.	0.90
07/12/04	Roger L. Frankel	Review D. Felder memo re common interest doctrine.	0.30
07/13/04	Roger L. Frankel	Review signed common interest agreement with ACC; draft return fax.	0.30
07/13/04	Mark J. Plumer	Review confidentiality agreement (.3); conference with R. Wyron re same (.1).	0.40
07/21/04	Roger L. Frankel	Telephone conversation with M. Plumer re insurance due diligence (.2); notes re same (.2).	0.40
07/22/04	Scott J. Levitt	Review final version of Confidentiality Agreement.	0.20

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
 Page 3

CLIENT: 25369
 MATTER: .0006
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/26/04	Roger L. Frankel	Telephone conversation with J. Cohen re insurance due diligence (.2); notes re same (.2).	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	4.50	\$2,722.50
Mark J. Plumer	\$520.00	3.20	\$1,664.00
Mary A. Wallace	\$420.00	5.90	\$2,478.00
Richard H. Wyron	\$510.00	1.70	\$867.00
Scott J. Levitt	\$355.00	7.00	\$2,485.00
TOTAL HOURS & FEES		22.30	\$10,216.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	2.40
Telephone	0.05
Westlaw Legal Research	133.03
Federal Express	10.29
Telephone	49.53
TOTAL OTHER CHARGES	\$195.30

CURRENT INVOICE DUE.....\$10,411.80

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INVOICE DATE: 08/31/04
INVOICE NUMBER: 272426

OUR REFERENCE: 25369.0006

INVOICE SUMMARY

TOTAL FEES	\$10,216.50
TOTAL OTHER CHARGES	\$195.30
TOTAL AMOUNT DUE	\$10,411.80

REMITTANCE INFORMATION:

U.S. Mail:
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Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0007

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272427

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/02/04	Richard H. Wyron	Confer with CIBC on potential objection to proposed acquisition.	0.30
07/06/04	Roger L. Frankel	Review objection to ADR program by Oldcastle.	0.40
07/07/04	Roger L. Frankel	Review debtor's response to Scott Company expedited motion.	0.40
07/09/04	Roger L. Frankel	Review, revise FCR Reply to PD Committee limited objection.	0.60
07/14/04	Debra L. Felder	Retrieve pleadings for July 19, 2004 omnibus hearing (.7); review pleadings regarding same (1.5)	2.20
07/15/04	Debra L. Felder	Review pleadings for July 19, 2004 omnibus hearing and draft e-mail summary regarding same.	2.50
07/19/04	Richard H. Wyron	Attend hearing telephonically (.2); review materials (.4).	0.60
07/20/04	Richard H. Wyron	Review defined pension plan motion and schedules (.4); calls to CIBC re same (.3).	0.70
07/21/04	Richard H. Wyron	Review defined benefit plans motions for 2003 for background on pending motion (.4); call with R. Belford on issues (.4).	0.80

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
08/31/04
Page 2

CLIENT: 25369
MATTER: 0007
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SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	1.40	\$847.00
Richard H. Wyron	\$510.00	2.40	\$1,224.00
Debra L. Felder	\$205.00	4.70	\$963.50
TOTAL HOURS & FEES		8.50	\$3,034.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$3,034.50

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INVOICE SUMMARY

TOTAL FEES	\$3,034.50
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$3,034.50

REMITTANCE INFORMATION:

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Washington, DC 20027-3766

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Name of Bank: Citibank, F S B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No : 254070116
Account No : 15076288

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SWIDLER BERLIN SHEREFF FRIEDMAN, LLPFEDERAL IDENTIFICATION
No. 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369 0009

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272428

RE: Retention of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/07/04	Roger L. Frankel	Review limited objection to Swidler retention (.2); telephone conversation with R. Wyron re response (.2).	0.40
07/07/04	Debra L. Felder	Conference with R. Wyron regarding reply to PD Committee's limited objection to the appointment of SBSF (.1); draft reply regarding same (.8).	0.90
07/07/04	Richard H. Wyron	Review objection to SBSF retention by PD Committee, and outline reply (.6); confer with R. Frankel on response (.2).	0.80
07/08/04	Richard H. Wyron	Review draft reply to PD Committee's objection (.3); confer with D. Felder (.2).	0.50
07/08/04	Matthew W. Cheney	Review and revise response to objection to application to employ SBSF.	0.30
07/08/04	Debra L. Felder	Draft FCR's reply to PD Committee's limited objections to appointment of SBSF, PG&S and CIBC.	4.00
07/09/04	Debra L. Felder	Tele-conference with R. Wyron regarding FCR's reply to PD Committee's limited objection to applications of SBSF, PG&S and CIBC (0.10); revise same (0.50).	0.60

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
 Page 2

CLIENT: 25369
 MATTER: .0009
 INVOICE: 272428

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/09/04	Richard H. Wyron	Review draft reply to objections to PD Committee on SBSF (and others) applications (.4); provide comments to D. Felder (.2); call to R. Frankel as to status and substance of reply (.2).	0.80
07/12/04	Debra L. Felder	Revise FCR's reply to PD Committee's limited objection to applications of SBSF, PG&S and CIBC (2.1); prepare amended orders regarding same (.8); prepare exhibits (.6).	3.50
07/13/04	Debra L. Felder	Conferences with R. Meade regarding filing FCR's reply to PD Committee's limited objections to applications of SBSF, PG&S and CIBC (.2); prepare exhibits regarding same (.5).	0.70

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	0.40	\$242.00
Richard H. Wyron	\$510.00	2.10	\$1,071.00
Matthew W. Cheney	\$310.00	0.30	\$93.00
Debra L. Felder	\$205.00	9.70	\$1,988.50
TOTAL HOURS & FEES		12.50	\$3,394.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$3,394.50

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272428

OUR REFERENCE: 25369.0009

INVOICE SUMMARY

TOTAL FEES	\$3,394.50
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$3,394.50

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Citibank, F.S.B.
Account Title: Swidler Berlin Shereff Friedman, LLP
ABA Routing No: 254070116
Account No: 15076288

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3110 Fairview Park Drive
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Falls Church, VA 22042-0683

CLIENT/CASE: 25369 0010

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272429

RE: Retention of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/09/04	Roger L. Frankel	Review and edit draft engagement letter from Towers Perrin.	0.50
07/11/04	Richard H. Wyron	Review Tillinghast engagement letter and revise for 7/12 meeting.	0.30
07/12/04	Richard H. Wyron	Review and revise reply to PD Committee on FCR's professionals.	0.80
07/12/04	Roger L. Frankel	Review R. Wyron edits to Towers Perrin engagement (.3); prepare notes for meeting with M. Angelina (.3).	0.60
07/12/04	Roger L. Frankel	Confer with D. Austern, M. Angelina re retention of Towers Perrin.	1.50
07/13/04	Richard H. Wyron	Review reply to PD Committee's objections to FCR's professionals.	0.40
07/14/04	Roger L. Frankel	Redraft engagement letter for Towers Perrin.	0.80
07/20/04	Roger L. Frankel	Review revised Towers Perrin engagement letter, redlined version (.4); further edit (.1); review with R. Wyron (.2).	0.70
07/20/04	Richard H. Wyron	Revise Tillinghast engagement letter.	0.80

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
 Page 2

CLIENT: 25369
 MATTER: .0010
 INVOICE: 272429

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/20/04	Debra O. Fullem	Review e-mail from R. Wyron to M. Angelina at Towers Perrin regarding compensation orders.	0.10
07/22/04	Richard H. Wyron	Review draft of Tillinghast engagement letter and revise (1.1); call to D. Austern (.2).	1.30
07/26/04	Roger L. Frankel	Review redlined Tillinghast engagement letter.	0.40
07/29/04	Matthew W. Cheney	Conference with R. Wyron re engagement of Tillinghast.	0.10
07/29/04	Richard H. Wyron	Call to M. Angelina regarding issues on retention letter (.2); review draft (.2).	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	4.50	\$2,722.50
Richard H. Wyron	\$510.00	4.00	\$2,040.00
Matthew W. Cheney	\$310.00	0.10	\$31.00
Debra O. Fullem	\$175.00	0.10	\$17.50
TOTAL HOURS & FEES		8.70	\$4,811.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	2,694.80
Telephone	0.20
Postage	200.30
TOTAL OTHER CHARGES	\$2,895.30

CURRENT INVOICE DUE.....\$7,706.30

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

OUR REFERENCE: 25369.0010

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272429

INVOICE SUMMARY

TOTAL FEES	\$4,811.00
TOTAL OTHER CHARGES	\$2,895.30
TOTAL AMOUNT DUE	\$7,706.30

REMITTANCE INFORMATION:

U S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

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CLIENT/CASE: 25369.0011

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272430

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/08/04	Debra O. Fullem	Review e-mail from R. Wyron re billing memorandum.	0.10
07/08/04	Richard H. Wyron	Review billing procedures draft memo (.2).	0.20
07/09/04	Richard H. Wyron	Review billing memo with D. Fullem for SBSF insurance lawyers and others (.2).	0.20
07/09/04	Debra O. Fullem	Review and finalize billing memo; provide to and discuss with R. Wyron; circulate to Grace team.	1.00
07/16/04	Debra O. Fullem	Review May and June prebills and edit same; provide to R. Wyron for final review and approval.	1.00
07/22/04	Debra O. Fullem	Review R. Wyron's changes to Grace billing and circulate sheets to certain attorneys to itemize time entries.	0.70
07/22/04	Debra O. Fullem	Conference with R. Wyron regarding compensation and fee auditor requirements with billings not in PDF form but in Word.	0.20
SERVICES PERFORMED BY:		RATE	HOURS
Richard H. Wyron		\$510.00	0.40
			\$204.00

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
08/31/04
Page 2

CLIENT: 25369
MATTER: .0011
INVOICE: 272430

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra O. Fullem	\$175.00	3.00	\$525.00
TOTAL HOURS & FEES		3.40	\$729.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$729.00

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OUR REFERENCE: 25369.0011

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272430

INVOICE SUMMARY

TOTAL FEES	\$729.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$729.00

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin Shereff Friedman, LLP
Attn: Accounting Department
P O Box 3766
Washington DC 20027-3766

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3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0015

INVOICE DATE: 08/31/04
INVOICE NUMBER: 272431

RE: FCR Retention Appeals

FOR PROFESSIONAL SERVICES RENDERED THROUGH JULY, 2004

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
06/26/04	Roger L. Frankel	Review pleadings in USDC regarding appeal of FCR retention.	0.30
07/13/04	Richard H. Wyron	Review timeline for FCR appeal briefing (.2); review designations (.4).	0.60
07/13/04	Roger L. Frankel	Review appeals dockets re FCR appointment.	0.20
07/13/04	Matthew W. Cheney	Conference with R. Wyron re hearing and status of FCR appeal.	0.20
07/15/04	Matthew W. Cheney	Conference with D. Felder re timeline for FCR appeal.	0.10
07/15/04	Debra L. Felder	Review local rules and bankruptcy rules regarding briefing schedule for appeal of order appointing FCR (.5); conference with M. Cheney regarding same (.1).	0.60
07/22/04	Richard H. Wyron	Review time line and coordinate response to appeal briefs.	0.40
07/28/04	Richard H. Wyron	Meet with M. Cheney as to strategy and timing (.2); begin review of issues on appeal and record (.3).	0.50
07/28/04	Matthew W. Cheney	Conference with R. Wyron re FCR appeal.	0.20
07/28/04	Matthew W. Cheney	Telephone conference with S. Blatnick re briefs.	0.10

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

David Austern, FCR (for W.R. Grace & Co.)
 08/31/04
 Page 2

CLIENT: 25369
 MATTER: .0015
 INVOICE: 272431

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
07/28/04	Matthew W. Cheney	Telephone conference with J. Phillips re FCR appeal briefs and hearing.	0.20
07/29/04	Roger L. Frankel	Review brief of Federal Insurance Co. & Royal Indemnity re FCR appointment.	1.30
07/30/04	Matthew W. Cheney	Conference with J. Guy re appeal of FCR order.	0.10
07/30/04	Roger L. Frankel	Review PD committee brief (1.1); prepare notes re appeal issues (.7).	1.80
07/30/04	Richard H. Wyron	Review briefs filed by PD Committee and Insurers.	1.60

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$605.00	3.60	\$2,178.00
Richard H. Wyron	\$510.00	3.10	\$1,581.00
Matthew W. Cheney	\$310.00	0.90	\$279.00
Debra L. Felder	\$205.00	0.60	\$123.00
TOTAL HOURS & FEES		8.20	\$4,161.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$4,161.00

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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OUR REFERENCE: 25369.0015

INVOICE DATE: 08/31/04
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INVOICE SUMMARY

TOTAL FEES	\$4,161.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$4,161.00

REMITTANCE INFORMATION:

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